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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
	: Case Nos. 00-41065
RANDALL'S ISLAND FAMILY GOLF	: through 00-_____
CENTERS, INC., <u>et al.</u> ,	:
	: (Jointly Administered)
Debtors.	:
	:
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ORDER PURSUANT TO SECTION 105(A) OF
THE BANKRUPTCY CODE AUTHORIZING AND
APPROVING CONTINUED USE OF A
CENTRALIZED CASH MANAGEMENT SYSTEM,
MAINTENANCE OF PREPETITION BANK
ACCOUNTS, AND USE OF EXISTING
BUSINESS FORMS, STATIONERY AND CHECKS

Upon the motion (the "Motion") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), for entry of an order pursuant to section 105(a) of title 11 of the United States Code (the "Bankruptcy Code") authorizing and approving (i) the continued use of a centralized cash management system, (ii) maintenance of Debtors' prepetition bank accounts, and (iii) use of existing business forms, stationery and checks;

And it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2);

And it appearing that the relief requested in the Motion is essential to the ongoing orderly operation of the Debtors' businesses and is in the best interests of the Debtors, their estates and their creditors;

And notice having been given to (i) the Office of the United States Trustee; (ii) Morgan, Lewis & Bockius, LLP, counsel for The Chase Manhattan Bank, the Agent under the Debtors' prepetition working capital facility, (iii) Winick & Rich, P.C., counsel for the proposed postpetition lenders and (iv) United States Trust Company of New York, the Indenture Trustee for the 5¾% Convertible Subordinated Notes due October 15, 2004;

And it appearing that no further notice of the Motion need be given;

And good and sufficient cause appearing therefor; it is

ORDERED that the relief requested in the Motion is granted; and it is further

ORDERED that the Debtors are authorized to continue to use a centralized cash management system in the ordinary course and to transfer monies between Debtors as and when needed, and in the amounts necessary to maintain the Debtors ordinary business functions; provided, however, that the

Debtors are directed to maintain books and records of all transfers of monies between Debtors; and it is further

ORDERED that, subject to the provisions of section 345 of the Bankruptcy Code, the requirement that the Debtors establish new bank accounts as of the Filing Date (as defined in the Motion) is dispensed with and waived; provided, however, that the Debtors are directed to:

- (a) forthwith set up significant gaps in numbering between checks issued prior to and including the Filing Date and checks issued after the Filing Date; and
- (b) within fifteen (15) days from the date of entry of this Order, file all necessary papers with the Debtors' banking institutions to cause the Debtors' bank accounts to be renamed as "Debtor-in-Possession" accounts;

and it is further

ORDERED that the Debtors are authorized to maintain and continue to use any and all existing business forms, stationery and checks; provided, however, that upon such time that marketing efforts are begun to effect the sale of all the assets of one or more Debtors, each such Debtor for whom marketing efforts are begun is directed to mark all existing business forms, stationery and checks with the words "Debtor-in-Possession"; and it is further

ORDERED that notice of the relief granted by this Order shall be provided to (i) the Office of the United States Trustee; (ii) Morgan, Lewis & Bockius, LLP, counsel for The Chase Manhattan Bank, the Agent under the Debtors' prepetition working capital facility, (iii) Winick & Rich, P.C., counsel for the proposed postpetition lenders and (iv) United States Trust Company of New York, the Indenture Trustee for the 5¾% Convertible Subordinated Notes due October 15, 2004; and any and all other and further notice of this Order is dispensed with and waived.

Dated: New York, New York
May 9TH , 2000

S/ STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

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